

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of Joint Application of Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI") to Transfer Control of MCI's California Utility Subsidiaries to Verizon, Which Will Occur Indirectly as a Result of Verizon's Acquisition of MCI.

Application 05-04-020
(Filed April 21, 2005)

**ADMINISTRATIVE LAW JUDGE'S RULING
ON MOTION FOR PROTECTIVE ORDER**

Verizon Communications Inc. and MCI, Inc. (Joint Applicants) move for authority to file under seal certain confidential information contained in portions of the declarations of Margaret C. Hallbach, Daniel L. Rubinfeld and Stephen E. Smith. The declarations are attached as exhibits to the application in the above-referenced proceeding. Joint Applicants state that the information presented in portions of the declarations is competitively sensitive in that competitors could use the data to draw conclusions about the Joint Applicants' market positions and operations that they could not derive from public sources.

Joint Applicants state that public disclosure of this information is unnecessary, as parties that require access to it for purposes of participating in this proceeding will have the ability to do so by entering into non-disclosure agreements with the Joint Applicants. Non-disclosure agreements are available from Joint Applicants upon request. Redacted versions of the declarations have been filed with the Commission and are available to the public.

There has been no opposition to this request.

Joint Applicants' motion states grounds for a protective order under Pub. Util. Code § 583 and General Order 66-C and authority there cited. The motion is unopposed. A public hearing on the motion is unnecessary.

Because a service list for this proceeding has not yet been posted, this ruling will be served by mail and electronically on all parties in the service list for Application 05-02-027, the merger application of SBC Communications Inc. and AT&T Corp.

Good cause appearing, **IT IS RULED** that:

1. The motion of Verizon Communications Inc. and MCI, Inc. (Joint Applicants) for a protective order is granted to the extent set forth below.
2. All confidential information contained in portions of the declarations of Margaret C. Hallbach, Daniel L. Rubinfeld and Stephen E. Smith attached to the application in this matter shall remain under seal for a period of two years from the date of this ruling, and during that period shall not be made accessible or disclosed to anyone other than Commission staff except (1) on the further order or ruling of the Commission, the Assigned Commissioner, the assigned Administrative Law Judge (ALJ), or the ALJ then designated as Law and Motion Judge (which order shall only be entered after notice to Joint Applicants and an opportunity to be heard), or (2) upon execution of an appropriate nondisclosure agreement by the party to whom disclosure is made.

3. If Joint Applicants believe that further protection of this information is needed after two years, Joint Applicants may file a motion stating the justification for further withholding the information from public inspection, or for such other relief as the Commission rules may then provide. This motion shall be filed no later than 30 days before the expiration of this protective order.

Dated June 10, 2005, at San Francisco, California.

/s/ GLEN WALKER

Glen Walker

Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail, and by electronic mail to the parties for whom an electronic mail address has been provided, this day served a true copy of the original attached Administrative Law Judge's Ruling on Motion for Protective Order on all parties of record in this proceeding or their attorneys of record on the Service List for Application 05-02-027.

Dated June 10, 2005, at San Francisco, California.

/s/ FANNIE SID

Fannie Sid

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number on the service list on which your name appears.